

**Objection Deadline: October 16, 2009 at 4:00 p.m.**  
**Presentment Date: October 20, 2009 at 10 a.m.**

Hyung Seok Kim, Esq.  
Law Offices of Henry L. Kim, PC  
460 Bergen Boulevard, Suite 201  
Palisades Park, New Jersey 07650  
Tel: (201) 585-7400  
Attorney for Debtor

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

Case No. 09-11039-REG

South Star Group, LLC

Chapter 11

Debtor.

Hon. Robert E. Gerber

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**NOTICE OF PRESENTMENT**

**PLEASE TAKE NOTICE**, that the undersigned will present to the Hon.

Robert E. Gerber for consideration the annexed order (the "Proposed Order") allowing retention of counsel at the UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK at One Bowling Green, New York, NY 10004 on October 20, 2009 at 10:00 A.M.

Dated: October 5, 2009  
Palisades Park, NJ

/s/ Hyung Seok Kim  
Hyung Seok Kim

Hyung Seok Kim, Esq.  
Law Offices of Henry L. Kim, PC  
460 Bergen Boulevard, Suite 201  
Palisades Park, New Jersey 07650  
Tel: (201) 585-7400  
Attorney for Debtor

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

Case No. 09-11039-REG

South Star Group, LLC

Chapter 11

Debtor.

Hon. Robert E. Gerber

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**APPLICATION OF THE DEBTOR, PURSUANT TO SECTION 327(e) AND  
328(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 2014(A) AND  
LOCAL RULE 2014-1, FOR AUTHORITY TO EMPLOY AND RETAIN LAW  
OFFICES OF SONG YOON HONG AS COUNSEL FOR THE DEBTOR WITH  
RESPECT TO THE SALE OF THE ASSETS,  
NUNC PRO TUNC TO MAY 14, 2009**

South Star Group, LLC respectfully represents:

**Background and Jurisdiction**

1. On March 6, 2009 (the "Petition Date"), Debtor commenced with this Court a voluntary case under chapter 11 of the title 11 of the United States Code (the "Bankruptcy Code"). The Debtor is authorized to operate its business and manage its properties as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
2. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. sections 1408 and 1409.

### **Relief Requested**

3. By the application (the “Application”), the Debtor respectfully seeks an order in the form attached hereto as Exhibit A (the “Order”), pursuant to section 327(e) and 328(a) of the Bankruptcy Code, Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), to retain and employ Law Offices of Song Yook Hong a counsel for the debtor with respect to the sale of the assets, effective *nunc pro tunc* to May 14, 2009. The Debtor requests that the Court approve the employment of Law Offices of Song Yook Hong in accordance with the terms and conditions set forth in (a) this Application, as more fully described in the Declaration of Song Yook Hong, a partner of Law Offices of Song Yook Hong, annexed hereto as Exhibit B (“Hong Declaration”), and (b) that certain retainer agreement, dated May 14, 2009, between the Debtor and Law Offices of Song Yook Hong (the “Retainer Agreement”), a copy of which is annexed hereto as Exhibit C.

### **Grounds for Relief Requested**

4. The retention of Law Offices of Song Yook Hong as a counsel for the Debtor for the sale of the assets under the terms described herein and in the Retainer Agreement is appropriate under Bankruptcy Code sections 327(e) and 328(a). Section 327(e) provides for the appointment of a counsel were the proposed counsel does not possess any interest materially adverse to the debtor with regard to the matter(s) that will be handled by counsel. Section 327(e) provides:

The trustee, with the court’s approval, may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not

represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

5. The Debtor seeks to retain Law Offices of Song Yook Hong as a counsel to handle issues that may arise during the chapter 11 cases related to all aspects of the sale of the assets of the Debtor.

### **Professional Compensation**

6. In accordance with section 330(a) of the Bankruptcy Code, and as set forth in the Hong Declaration, compensation will be paid to Law Offices of Song Yook Hong on a flat fee basis at \$3,750, plus disbursement of actual, necessary expenses incurred by Law Offices of Henry L. Kim, PC.

7. As set forth in the Hong Declaration, the Debtor submits that both the Song Yook Hong, Esq. and the Law Offices of Song Yook Hong are disinterested persons, as that term is defined in the Bankruptcy Code, and do not hold or represent an interest adverse to the estate with respect to the matter on which Law Offices of Song Yook Hong is to be employed.

### **Objections**

8. An objection ("Objection") to this Application shall be considered timely only if, by 4:00 p.m. on October 15, 2009, an Objection is filed with the Court and served upon and actually received by Law Offices of Henry L. Kim, PC and the U.S. Trustee, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, NY 10004.

9. Unless otherwise ordered by the Court, a reply to an Objection may be filed with the Court and served on or before 12:00 p.m. on October 17, 2009.

10. If no objection are timely filed and served as set forth herein, the Debtor shall submit to the Court a final order granting the relief requested herein, which order shall be submitted and may be entered with no further notice or opportunity to be heard afforded to any party.

11. The foregoing notice procedures satisfy Bankruptcy Rule 9014 by providing the counterparties with notice and an opportunity to object and be heard at a hearing.

**Notice**

12. No trustee, examiner, or creditors' committee has been appointed in this chapter 11 case. The Debtor will serve notice of this Motion on the U.S. Trustee and an attorney for 291 Broadway Realty Associates LLC.

13. No previous application has been made to any Court or judge for the relief requested in this Application.

WHEREFORE the Debtor respectfully request the Court (a) enter an Order substantially in the form attached hereto as Exhibit A, granting the Debtor the relief requested herein and (b) granting the Debtor such other and further relief as is just proper.

Dated: Palisades Park, New York  
October 5, 2009

By: /s/ Hyung Seok Kim  
Hyung Seok Kim  
Law Offices of Henry L. Kim, PC

Exhibit “A”

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:

South Star Group, LLC

Debtor.

Case No. 09-11039-REG

Chapter 11

Hon. Robert E. Gerber  
-----X

**ORDER APPROVING DEBTOR'S RETENTION OF COUNSEL FOR THE  
DEBTOR AS TO THE SALE OF THE DEBTOR'S ASSETS,  
NUNC PRO TUNC TO THE MAY 14, 2009**

Upon reading the duly filed application (the "Application") of the Debtor dated October 5, 2009 wherein it seeks approval of its retention of the Law Offices of Song Yook Hong, as its attorney with respect to the sale of the Debtor's assets, pursuant to the terms set forth in the Application and the retainer agreement dated May 14, 2009 and upon the Declaration of Song Yook Hong, a partner attorney of Law Offices of Song Yook Hong, filed in support of the Application and annexed as Exhibit B thereto; and the court being satisfied that the said attorney represents no interest adverse to the Debtor, pursuant to 11 U.S.C. §327, 329(a), 330 and 331; and that this employment would be in the best interest of the estate; and for other good cause shown, it is

**ORDERED** that the retention of the Law Offices of Song Yook Hong, as counsel for the Debtor be and the same is hereby authorized and approved; and it is further

**ORDERED**, that the Application is approved *nunc pro tunc* to May 14, 2009; and it is further

**ORDERED** that any and all compensation to be paid to the Law Offices of Song Yook Hong for services on behalf of the Debtor shall be \$3,750.00, plus disbursement; and it is further

**ORDERED** that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: \_\_\_\_\_, 2009  
New York, NY

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THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE

Exhibit “B”

Song Yook Hong, Esq.  
Law Offices of Song Yook Hong  
1261 Broadway, Suite 201  
New York, NY 10001  
Tel: (212) 532-1770

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:

Case No. 09-11039-REG

South Star Group, LLC

Chapter 11

Debtor.

Hon. Robert E. Gerber

-----X

**DECLARATION OF ATTORNEY IN SUPPORT OF THE APPLICATION OF  
THE DEBTOR, PURSUANT TO SECTION 327(e) AND 328(a) OF THE  
BANKRUPTCY CODE, BANKRUPTCY RULE 2014(A) AND LOCAL RULE  
2014-1, FOR AUTHORITY TO EMPLOY AND RETAIN LAW OFFICES OF  
SONG YOOK HONG AS COUNSEL FOR THE DEBTOR FOR THE SALE OF  
THE ASSETS OF THE DEBTOR, *NUNC PRO TUNC* TO MAY 14, 2009**

Pursuant to 11 U.S.C. §§ 327, 328, and 329 and Bankruptcy Rules 2014(a) and 2016(b), Song Yook Hong on behalf of himself and the law offices of Song Yook Hong (the “Law Office”), states and declares under penalty of perjury as follows:

1. The undersigned is admitted to practice law in the State of New York and before the United States District Court for the Southern District of New York, and is the sole proprietor of the Law Office at the address shown above.

2. I submit this declaration in connection with the application (the “Application”), dated October 5, 2009, of the above-captioned debtor and debtor-in-possession (collectively, the “Debtor”) for approval for the Debtor’s retention of Law Offices of Song Yook Hong as a counsel with respect to the sale of the assets of the Debtor in its chapter 11 case.

3. Both the undersigned and the Law Office are disinterested persons, as that term is defined in the Bankruptcy Code, and do not hold or represent an interest adverse to the estate with respect to the matter on which we are to be employed.

4. The Law Office has entered into a written agreement dated May 14, 2009 with South Star Group, LLC, the Debtor, regarding the services to be performed for the Debtor in connection with the sale of the assets of the Debtor and the compensation to be paid for such services. A copy of this retainer agreement is attached hereto as Exhibit C. By this agreement, the Debtor would pay the Law office \$3,750.00 upon the closing of the sale of the business.

5. Neither the undersigned nor the Law Office have shared or agreed to share any portion of the compensation paid or to be paid in connection with this case with any other persons except members or associates of the Law Office.

6. To the best of my knowledge, the Law Office has the following connections with the Debtor, its creditors, other parties in interest, their respective attorneys and accountants, the United States Trustee, and persons employed in the office of the United States Trustee:

- a. The Debtor: The Law Office has previously represented the Debtor with respect to matters that were unrelated to the sale of the assets of the Debtor. The Law Office is not a creditor of the Debtor.
- b. The Creditors of the Debtor: The Law Office has not represented any creditor of the Debtor at any time.
- c. Other Parties in Interest: The Law Office has represented any officer, director or shareholder of the Debtor for matters that were unrelated to

the sale of the assets of the Debtor. The Law Office is not a creditor of any officer, director or shareholder of the Debtor.

- d. Attorneys and Accountants: The Law Office has no connections with the attorneys or accountants of any party in interest.
- e. United States Trustee: The Law Office has no connections with the United States Trustee or any person employed in the office of the United States Trustee.

7. Both the undersigned and the Law Office understand that there is a continuing duty to disclose any adverse interest that may arise or be discovered during the course of this case.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this declaration was executed on October 5, 2009.

Dated: October 5, 2009  
New York, New Jersey

/s/ Song Yook Hong  
Song Yook Hong  
Attorney for the Debtor  
for the sale of assets

Exhibit “C”

## RETAINER AGREEMENT

**AGREEMENT** made May 14, 2009 by and between South Star Group LLC with its place of business at 291 Broadway, New York, NY 1007 (hereinafter the "Client") and the Law Offices of Song Yook Hong located at 1261 Broadway, New York, New York 10001 (hereinafter the "Hong Office").

### WITNESSETH:

**WHEREAS**, the Client desires to retain the Hong Office to perform legal services for Client with respect to the sale of its business located at 291 Broadway, New York, NY 1007;

**WHEREAS**, the Hong Office desires to perform the legal services for the Client;

**NOW, THEREFORE**, in consideration of the mutual agreements and promises contained herein, the parties agree as follows:

1. The Hong Office will provide to the Client, all legal services required in connection with its sale of the business.
2. The attorneys' fees for the legal services are hereby fixed at \$3,750.00 plus disbursements, if any, no matter how much times to be expended by the Hong Office, taking into consideration of a long standing attorney client relationship and the current financial difficulties of the Client..
3. The legal fees will be paid upon the closing of the sale of the business.

**IN WITNESS WHEREOF**, the parties have signed this Agreement on the above first written day and year.

South Star Group LLC

By:   
Matthew Nam, Managing Member

Law Offices of Song Yook Hong

By:   
Song Yook Hong